

MND 11/15/99

11-29-1999

FORM PTO-1594
1-31-92



U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

101210616

TO THE HONORABLE COMMISSIONER OF PATENTS AND TRADEMARKS:

Please record the attached original documents or copy thereof. ATTORNEY DOCKET NO.: 08111.3200

<p>1. Name of conveying party(ies):</p> <p>HOOTERS, INC.</p> <p><input type="checkbox"/> Individual(s) <input type="checkbox"/> Association <input type="checkbox"/> General Partnership <input type="checkbox"/> Limited Partnership <input checked="" type="checkbox"/> Corporation -- State: Florida <input type="checkbox"/> Other</p> <p>Additional names of conveying party(ies) attached?</p> <p><input type="checkbox"/> YES <input checked="" type="checkbox"/> NO</p>	<p>2. Name and address of receiving party(ies):</p> <p>Name: HI LIMITED PARTNERSHIP</p> <p>Internal Address:</p> <p>Street Address: 26133 U.S. Highway 19 North, Suite 100</p> <p>City: Clearwater</p> <p>State: Florida</p> <p>Zip: 33763</p> <p><input type="checkbox"/> Individual(s) <input type="checkbox"/> Association <input type="checkbox"/> General Partnership <input checked="" type="checkbox"/> Limited Partnership <input type="checkbox"/> Corporation -- State: Florida <input type="checkbox"/> Other</p> <p>If Assignee is not domiciled in the United States, a domestic representative designation is attached:</p> <p><input type="checkbox"/> YES <input type="checkbox"/> NO</p> <p>DESIGNATION MUST BE A SEPARATE DOCUMENT FROM ASSIGNMENT.</p> <p>Additional name(s) and address(es) attached?</p> <p><input type="checkbox"/> YES <input checked="" type="checkbox"/> NO</p>
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3. Nature of conveyance:

<input checked="" type="checkbox"/> Assignment	<input type="checkbox"/> Merger	<input type="checkbox"/> Other
<input type="checkbox"/> Security Agreement	<input type="checkbox"/> Change of Name	

Execution Date: October 14, 1999 Effective Date: October 14, 1999

4. Application number(s) or registration number(s):

A. Trademark Application No.(s): 75-524,128	B. Trademark Registration No.(s): 1,320,029
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Additional numbers attached? YES NO

11/29/1999 BNGUYEN 00000077 75524128

81 FC:481
82 FC:482

40.00 OP
500.00 OP

W040281

<p>5. Name and address of party to whom correspondence concerning document should be mailed:</p> <p>Sumner C. Rosenberg, Esq. NEEDLE & ROSENBERG, P.C. Suite 1200, The Candler Building 127 Peachtree Street, N.E. Atlanta, Georgia 30303-1811 (404) 688-0770</p>	<p>6. Total number of applications and registrations involved: 21</p>
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7. Total fee (37 CFR 3.41): \$540.00

Enclosed

Authorized to be charged to Deposit Account.

The Commissioner is hereby authorized to charge any additional fees which may be required, or credit any overpayment, to Deposit Account No. 14-0629.

8. Deposit account number: 14-0629
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(Attach duplicate copy of this form if paying by deposit account)

9. To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.

Sumner C. Rosenberg 11/12/99
Sumner C. Rosenberg Date

Total Number of Pages Including Cover Sheet, Attachments, and Document: 14

I hereby certify that this correspondence is being deposited with the United States Postal Service as first class mail in an envelope addressed to: BOX ASSIGNMENT, Assistant Commissioner for Patents, Washington, D.C. 20231, on this 12th day of November, 1999.

Sumner C. Rosenberg 11/12/99
Sumner C. Rosenberg Date

ADDITIONAL APPLICATIONS AND REGISTRATIONS

COUNTRY	MARK	DATE FILED	SERIAL NO.	REG. NO.	REG. DATE.
UNITED STATES	HOOTERS P/D	02/22/88	712,461	1,534,320	04/11/89
UNITED STATES	HOOTERS P/D	03/07/88	715,156	1,531,149	03/21/89
UNITED STATES	HOOTER PATROL	02/08/88	710,037	1,544,529	06/20/89
UNITED STATES	HOOTERS	01/23/89	775,646	1,557,380	09/19/89
UNITED STATES	HOOTERS P/D	03/07/88	715,167	1,602,377	06/19/90
UNITED STATES	HOOTERS	02/08/88	73-710,036	1,590,973	04/10/90
UNITED STATES	HOOTERS P/D	08/09/90	74-087,127	1,652,377	07/30/91
UNITED STATES	HOOTERS	09/29/90	74-099,403	1,653,233	08/06/91
UNITED STATES	HOOTERS	08/09/90	74-087,126	1,659,704	10/08/91
UNITED STATES	HOOTERS P/D	02/15/91	74-139,445	1,691,271	06/09/92
UNITED STATES	HOOTERS	09/24/90	74-099,580	1,697,574	06/30/92
UNITED STATES	DESIGN	02/21/92	74-248,192	1,727,934	10/27/92
UNITED STATES	HOOTERS P/D	07/29/91	74-189,227	1,742,448	12/22/92
UNITED STATES	HOOTERS	07/16/91	74-185,577	1,747,873	01/29/93
UNITED STATES	HOOTERS	07/16/91	74-185,576	1,768,181	04/27/93
UNITED STATES	DESIGN	09/19/91	74-205,071	1,787,576	08/10/93
UNITED STATES	HOOTERS P/D	07/29/91	74-189,226	1,813,089	12/21/93
UNITED STATES	LIFE'S A HOOT	07/21/98	75-524,127		
UNITED STATES	HOOTERS	07/21/98	75-524,126		

ASSIGNMENT

THIS ASSIGNMENT ("Assignment") is entered into this 14th day of October 1999 by HOOTERS, INC., a Florida corporation, and HI LIMITED PARTNERSHIP, a Florida limited partnership.

WHEREAS, HOOTERS, INC. has adopted and has used in its business, and is the owner of, trademarks and service marks throughout the world, including registrations and applications for registration thereof throughout the world, as identified in Exhibit A, attached hereto and made a part hereof (collectively, the "Marks"); and

WHEREAS, HOOTERS, INC. desires to transfer to HI LIMITED PARTNERSHIP and HI LIMITED PARTNERSHIP desires to acquire the Marks;

NOW, THEREFORE, for and in consideration of the premises hereof and the sum of Ten Dollars (\$10.00), the sufficiency and receipt of which are hereby acknowledged, HOOTERS, INC., hereby has sold, assigned and transferred, and by these presents does sell, assign and transfer, unto HI LIMITED PARTNERSHIP the entire right, title and interest in and to the Marks identified in Exhibit A, together with the goodwill of the business connected with the use of and symbolized by the Marks, and the right to sue for past infringement of the Marks. This transfer shall include all legal and equitable title to the registrations and applications identified on Exhibit A, as well as all other registrations, pending applications, unregistered or common law rights under the laws of any and all jurisdictions worldwide in the Marks.

HOOTERS, INC. agrees to execute any documents, such as confirmatory assignments and powers of attorney, reasonably necessary to transfer and record this Assignment in any jurisdiction worldwide.

WHEREFORE, the parties to this Assignment have caused it to be executed as of the date set forth above by their duly authorized representatives.

HOOTERS, INC.

[Corporate Seal]

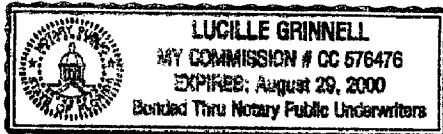
By: 
Neil G. Kiefer
Its: President

UNITED STATES OF AMERICA)
STATE OF FLORIDA) SS:
COUNTY OF PINELLAS)

On this 14th day of October 1999, before me personally appeared Neil G. Kiefer, to me known, who, being by me duly sworn, did depose and say that he is the President of the corporation described in and which executed the foregoing instrument; that he knows the seal of said corporation; that the said seal affixed to said instrument is such corporate seal; that it was so affixed by order of the Board of Directors of said corporation and that he signed his name thereto by like order. Neil G. Kiefer produced a valid Florida driver's license as identification.

Notary Public
[Notarial Seal]





[Corporate Seal]

By: *Neil G. Kiefer*
Neil G. Kiefer
Its: President

UNITED STATES OF AMERICA)
STATE OF FLORIDA) SS:
COUNTY OF PINELLAS)

On this 14th day of October 1999, before me personally appeared Neil G. Kiefer, to me known, who, being by me duly sworn, did depose and say that he is the President of Hooters, Inc., a corporation that is the sole general partner of the limited partnership described in the foregoing instrument; that he knows the seal of said corporation; that the said seal affixed to said instrument is such corporate seal; that it was so affixed by order of the Board of Directors of said corporation and that he signed his name thereto by like order. Neil G. Kiefer produced a valid Florida driver's license as identification.

Notary Public
[Notarial Seal]

Lucille Grinnell

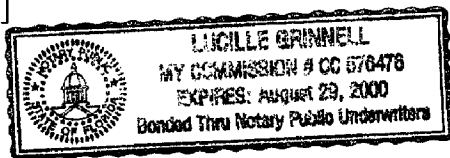


EXHIBIT A

COUNTRY	MARK	DATE FILED	SERIAL NO.	REG. NO.	REG. DATE.
UNITED STATES	HOOTERS P/D	02/06/84	464,115	1,320,029	02/12/85
UNITED STATES	HOOTERS P/D	02/22/88	712,461	1,534,320	04/11/89
UNITED STATES	HOOTERS P/D	03/07/88	715,156	1,531,149	03/21/89
UNITED STATES	HOOTER PATROL	02/08/88	710,037	1,544,529	06/20/89
UNITED STATES	HOOTERS	01/23/89	775,646	1,557,380	09/19/89
UNITED STATES	HOOTERS P/D	03/07/88	715,167	1,602,377	06/19/90
UNITED STATES	HOOTERS	02/08/88	73-710,036	1,590,973	04/10/90
UNITED STATES	HOOTERS P/D	08/09/90	74-087,127	1,652,377	07/30/91
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UNITED STATES	HOOTERS	09/24/90	74-099,580	1,697,574	06/30/92
UNITED STATES	DESIGN	02/21/92	74-248,192	1,727,934	10/27/92
UNITED STATES	HOOTERS P/D	07/29/91	74-189,227	1,742,448	12/22/92
UNITED STATES	HOOTERS	07/16/91	74-185,577	1,747,873	01/29/93
UNITED STATES	HOOTERS	07/16/91	74-185,576	1,768,181	04/27/93
UNITED STATES	DESIGN	09/19/91	74-205,071	1,787,576	08/10/93
UNITED STATES	HOOTERS P/D	07/29/91	74-189,226	1,813,089	12/21/93
UNITED STATES	HOOTERS	07/21/98	75-524,128		
UNITED STATES	LIFE'S A HOOT	07/21/98	75-524,127		
UNITED STATES	HOOTERS	07/21/98	75-524,126		
ARGENTINA	HOOTERS P/D	11/18/97	2115289		
ARGENTINA	HOOTERS P/D	02/12/99	2202501		

EXHIBIT A

COUNTRY	MARK	DATE FILED	SERIAL NO.	REG. NO.	REG. DATE.
ARGENTINA	HOOTERS P/D	11/18/97	2115290		
ARGENTINA	HOOTERS P/D	02/12/99	2202502		
ARGENTINA	HOOTERS	08/27/92	1,854,225	1,580,648	10/27/95
ARGENTINA	HOOTERS	08/27/92	1,854,226	1,494,514	12/30/93
ARUBA	HOOTERS P/D			16375	10/15/93
ARUBA	HOOTERS P/D	11/10/98	Serial numbers are not assigned.		
AUSTRALIA	HOOTERS	06/30/89	514120	A514120	06/30/89
AUSTRALIA	HOOTERS P/D	05/07/96	708,046	708,046	05/07/96
AUSTRALIA	HOOTERS P/D	05/07/96	708,045	708,045	05/07/96
BAHAMAS	HOOTERS P/D	05/21/97	19,568	19,568	05/21/97
BAHAMAS	HOOTERS P/D	05/21/97	19,569	19,569	05/21/97
BAHAMAS	HOOTERS P/D	05/21/97	19,570	19,570	05/21/97
BENELUX	HOOTERS P/D	09/02/94	833 282	560,764	09/02/94
BENELUX	HOOTERS	01/30/97	886,706	612,681	01/30/97
BRAZIL	HOOTERS P/D	11/18/94	818144726	818144726	09/30/97
BRAZIL	HOOTERS P/D	11/18/94	818144734	818144734	09/30/97
BRAZIL	HOOTERS P/D	11/18/94	818144700	818144700	09/30/97
BRAZIL	HOOTERS P/D	11/18/94	818144718		
CANADA	HOOTERS	08/22/86	568163	341153	06/03/88
CANADA	HOOTERS P/D	01/21/93	720855		
CAYMAN	HOOTERS P/D	04/30/98		1,582,558	08/03/9
CAYMAN	HOOTERS P/D	04/30/98		1,582,559	08/03/98
CAYMAN	HOOTERS	04/30/98		2,042,447	08/03/98
CAYMAN	HOOTERS P/D	04/30/98		1,582,560	08/03/98

EXHIBIT A

COUNTRY	MARK	DATE FILED	SERIAL NO.	REG. NO.	REG. DATE.
CTM	HOOTERS P/D	09/12/96	000364570		
CHILE	HOOTERS P/D	01/13/98	402,543		
CHILE	HOOTERS P/D	01/13/98	402,544		
CHILE	HOOTERS P/D	01/13/98	402,545	544,562	07/16/99
CHILE	HOOTERS	12/05/90	156,765	362,446	12/05/90
CHINA	OWL DESIGN	09/24/97	970101180	1,262,998	04/14/99
CHINA	HOOTERS P/D	09/24/97	970101181		
CHINA	HOOTERS P/D	09/24/97	970101182		
CHINA	HOOTERS P/D	09/24/97	970101183		
COLOMBIA	HOOTERS P/D	06/17/98	98034336	215038	12/29/98
COLOMBIA	HOOTERS P/D	06/17/98	98034335	215277	12/29/98
COLOMBIA	HOOTERS P/D	06/17/98	98034337		
COLOMBIA	HOOTERS P/D	06/17/98	98034338		
COSTA RICA	HOOTERS P/D	07 /15/98	5068-98	113,009	04/08/99
COSTA RICA	HOOTERS P/D	07 /15/98	5071-98	113,008	04/08/99
COSTA RICA	HOOTERS P/D	07 /15/98	5070-98	113,007	04/08/99
COSTA RICA	HOOTERS P/D	07/15/98	5069-98		
DENMARK	HOOTERS	01/05/93	VA 1993 00014	VR 1993 04704	07/02/93
DOMINICAN REPUBLIC	HOOTERS P/D	07/04/97	30608	93,872	11/15/97
DOMINICAN REPUBLIC.	HOOTERS P/D	07/04/97	30609	93,067	10/15/97
DOMINICAN REPUBLIC.	HOOTERS P/D	07/04/97	30607	93,177	10/15/97
DOMINICAN REPUBLIC.	HOOTERS P/D	07/04/97	30606	93,316	10/15/97

EXHIBIT A

COUNTRY	MARK	DATE FILED	SERIAL NO.	REG. NO.	REG. DATE.
ECUADOR	HOOTERS P/D	08/16/94	49590	3519-95	11/30/95
ECUADOR	HOOTERS P/D	08/16/94	49589	3518-95	11/30/95
ECUADOR	HOOTERS P/D	08/08/94	49486	20-97	02/24/97
EL SALVADOR	HOOTERS P/D	06/25/99	4173/99		
EL SALVADOR	HOOTERS P/D	06/25/99	4172/99		
EL SALVADOR	HOOTERS P/D	06/25/99	4171/99		
EL SALVADOR	HOOTERS P/D	06/25/99	4170/99		
FRANCE	HOOTERS	04/22/88	922.257	1,461,620	04/22/88
GERMANY	HOOTERS	03/31/88	N21 551/42 Wz	1,129,447	03/31/88
GERMANY	HOOTERS P/D	10/25/93	H70755/9Wz	2 074 145	10/25/93
GREAT BRITAIN	HOOTERS P/D	08/18/94	1582558	1582558	08/24/94
GREAT BRITAIN	HOOTERS P/D	08/18/94	1582559	1582559	08/18/94
GREAT BRITAIN	HOOTERS P/D	08/18/94	1582560	1582560	08/18/94
GREAT BRITAIN	HOOTERS	04/18/88	1341662	1341662	04/18/88
GREAT BRITAIN	HOOTERS	10/24/95	2,042,447	2,042,447	10/24/95
HONDURAS	HOOTERS P/D	05/22/98	6442/98		
HONDURAS	HOOTERS P/D	05/22/98	6443/98		
HONDURAS	HOOTERS P/D	05/22/98	6444/98		
HONDURAS	HOOTERS P/D	05/22/98	6445/98		
HONG KONG	HOOTERS P/D	05/17/96	96 05957	5295/1997	05/17/96
HONG KONG	HOOTERS P/D	05/17/96	96 05958	04492/1998	05/17/96

EXHIBIT A

COUNTRY	MARK	DATE FILED	SERIAL NO.	REG. NO.	REG. DATE.
HONG KONG	HOOTERS P/D	05/17/96	96 05959	5296/1997	05/17/96
HONG KONG	HOOTERS P/D	05/17/96	96 05960	5297/1997	05/17/96
INDONESIA	HOOTERS P/D	04/29/97	D 97 7910	410843	04/29/97
INDONESIA	HOOTERS P/D	04/29/97	D 97 7911	410842	04/29/97
INDONESIA	HOOTERS P/D	04/29/97	D 97 7913	410840	04/29/97
INDONESIA	HOOTERS P/D	04/29/97	D 97 7912	410841	04/29/97
INDONESIA	HOOTERS P/D	04/29/97	J 97 7909	410920	04/29/97
ISRAEL	HOOTERS P/D	08/24/97	114411	114411	08/24/97
ISRAEL	HOOTERS P/D	08/24/97	114412	114412	08/24/97
ISRAEL	HOOTERS P/D	08/24/97	114413	114413	08/24/97
ISRAEL	HOOTERS P/D	08/24/97	114414	114414	08/24/97
JAMAICA	HOOTERS P/D	01/20/98	16/2509		
JAMAICA	HOOTERS P/D	01/20/98	-- 25/1974		
JAMAICA	HOOTERS P/D	01/20/98	30/2306	32,336	01/20/98
JAPAN	"HOOTERS"	04/14/88	42437-1988	2267767	09/21/90
JAPAN	HOOTERS P/D	04/24/98	035235/98		
MALAYSIA	HOOTERS P/D	06/25/98	98/07561		
MALAYSIA	HOOTERS P/D	06/25/98	98/07560		
MALAYSIA	HOOTERS P/D	06/25/98	98/07558		
MALAYSIA	HOOTERS P/D	06/25/98	98/07559		
MEXICO	HOOTERS	06/27/90	90289	408232	06/27/90
MEXICO	HOOTERS P/D	03/24/93	163946	507,204	03/24/93
MEXICO	HOOTERS P/D	03/24/93	163947	617,316	03/24/2003
MEXICO	HOOTERS P/D	03/02/98	324,210	574,086	03/02/98

EXHIBIT A

COUNTRY	MARK	DATE FILED	SERIAL NO.	REG. NO.	REG. DATE.
MEXICO	HOOTERS P/D	03/02/98	324,212	581,610	03/02/98
MEXICO	HOOTERS P/D	03/02/98	324,209	587,420	03/02/98
MEXICO	HOOTERS P/D	03/02/98	324,211		
MEXICO	MAYA HOOTERS CARIBE	8/26/99	388,783		
NETH. ANTILLES	HOOTERS P/D	08/07/98	D-513	20969	10/09/98
NEW ZEALAND	HOOTERS P/D	11/28/96	270,086	270,086	11/28/96
NEW ZEALAND	HOOTERS P/D	11/28/96	270,087	270,087	11/28/96
NEW ZEALAND	HOOTERS P/D	11/28/96	270,088	270,088	11/28/96
NEW ZEALAND	HOOTERS P/D	11/28/96	270,089	270,089	11/28/96
PANAMA	HOOTERS P/D	08/20/98	095659		
PANAMA	HOOTERS P/D	08/20/98	095655		
PANAMA	HOOTERS P/D	08/20/98	095658		
PANAMA	HOOTERS P/D	08/20/98	095657		
PANAMA	HOOTERS P/D	08/20/98	095656		
PANAMA	HOOTERS P/D	02/23/94	069810	069810	07/27/1995
PANAMA	HOOTERS P/D	02/23/94	069811	069810	07/27/1995
PANAMA	HOOTERS P/D	02/23/94	069812	069810	07/27/1995
PARAGUAY	HOOTERS P/D	07/16/98	15419		
PARAGUAY	HOOTERS P/D	07/16/98	15418		
PARAGUAY	HOOTERS P/D	07/16/98	15416		
PARAGUAY	HOOTERS P/D	07/16/98	15417		
PERU	HOOTERS P/D	05/25/98	063234	047,855	08/07/98
PERU	HOOTERS P/D	05/25/98	063235	048,932	09/22/98

EXHIBIT A

COUNTRY	MARK	DATE FILED	SERIAL NO.	REG. NO.	REG. DATE.
PERU	HOOTERS P/D	05/25/98	063236	047,856	08/07/98
PERU	HOOTERS P/D	05/25/98	063237		
PHILIPPINES	HOOTERS P/D	04/16/98	4-1998-02682		
SINGAPORE	HOOTERS P/D	06/04/96	S/5610/96		
SINGAPORE	HOOTERS P/D	06/04/96	S/5611/96		
SINGAPORE	HOOTERS P/D	07/16/96	S7251/96		
SINGAPORE	HOOTERS P/D	06/04/96	S/5612/96	T/96/05612J	06/04/96
SOUTH KOREA	HOOTERS P/D	05/20/96	96-20835		
SOUTH KOREA	HOOTERS P/D	05/20/96	96-20836	385,423	12/4/97
SOUTH KOREA	HOOTERS P/D	05/20/96	96-20837	393,094	01/26/98
SOUTH KOREA	HOOTERS P/D	05/20/96	96-20838	396,596	02/21/98
SOUTH KOREA	HOOTERS P/D	05/20/96	96-5546		
TAIWAN	HOOTERS P/D	05/24/96	--(85) 25044	772,314	08/16/97
TAIWAN	HOOTERS P/D	05/24/96	(85) 25045	765,135	06/16/97
TAIWAN	HOOTERS P/D	05/24/96	(85) 25046	754300	03/16/97
TAIWAN	HOOTERS P/D	05/24/96	(85) 25047	100524	06/01/98
THAILAND	HOOTERS P/D	05/23/96	308,667	Kor57245	05/23/96
THAILAND	HOOTERS P/D	05/23/96	308,668	Kor57244	05/23/96
THAILAND	HOOTERS P/D	09/18/96	317,803	Kor64171	09/18/96
THAILAND	HOOTERS P/D	05/23/96	308,669	Bor5480	05/23/96
URUGUAY	HOOTERS P/D	02/04/98	301,155		
VENEZUELA	HOOTERS P/D	04/01/98	98-005704		
VENEZUELA	HOOTERS P/D	04/01/98	98-005703		
VENEZUELA	HOOTERS P/D	04/01/98	98-005702		

EXHIBIT A

COUNTRY	MARK	DATE FILED	SERIAL NO.	REG. NO.	REG. DATE.
VENEZUELA	HOOTERS P/D	04/01/98	98-005705		

7036697